

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: GHP CAPITAL CORP., ITS )  
OFFICERS, AND DIRECTORS, AGENTS, MANAGERS, )  
EMPLOYEES, MEMBERS, SALES REPRESENTATIVES, )  
AFFILIATES, SUCCESSORS, AND ASSIGNS. )  
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FILE NO. 0900508

NOTICE OF HEARING

TO RESPONDENT:       GHP Capital Corp.  
                          5315 North Clark Street, #101  
                          Chicago, Illinois 60640  
  
                          c/o John A. Franczyk  
                          Attorney at Law  
                          203 North LaSalle Street, Suite 2550  
                          Chicago, Illinois 60601

You are hereby notified that pursuant to Section 11.F of The Illinois Securities Law of 1953, as amended, Ch. 815 ILCS 5/1, et seq. (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 69 West Washington Street, Suite 1220, Chicago, Illinois 60602, on the 22<sup>nd</sup> day of September 2010, at the hour of 10:00 a.m., or as soon thereafter as counsel may be heard, before James L. Kopecky, or another duly designated Hearing Officer of the Secretary of State.

Said hearing will be held to determine whether a permanent Order of Prohibition should be entered against GHP Capital Corp., its officers and directors, agents, managers, employees, members, sales representatives, and affiliates, successors and assigns, the ("Respondent"), and/or granting such other relief as may be authorized under the Act including, but not limited to, censure and the imposition of a monetary fine in the maximum amount of \$10,000 per violation, payable within ten (10) business days of the entry of the Order.

The grounds for such proposed action are as follows:

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1. That GHP Capital Corp., an Illinois corporation (hereinafter "Respondent"), maintains a business address at 5315 North Clark Street, # 101, Chicago, Illinois 60640.
2. That during September 2009 through October 2009, or thereabouts, a representative of Respondent cold-called at least one Colorado resident (the "Offeree") offering to sell GHP Capital Corp. Series A Preferred Shares. (the "Offering").
3. That subsequent to the foregoing telephone solicitation, Respondent caused to be sent to the Offeree a Subscription Agreement and a Shareholder Agreement (the "Offering Documents") for the Offering.
4. That the activities described in paragraphs 2 and 3 above constitute the offer of stock and therefore a security as those terms are defined in Sections 2.1 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
5. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in or from the State of Illinois.
6. That Respondent failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
7. That Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
8. That Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
9. That by virtue of the foregoing, Respondent has violated Sections 12.A and 12.D of the Act.
10. That Section 11.E(1) of the Act provides, inter alia, that if the Secretary of State shall find that the offer and sale of any securities in this State is in violation of Section 12 of the Act, the Secretary of State shall by written order prohibit the offer or sale of such securities.
11. That by virtue of the foregoing, Respondent, its officers and directors, agents, managers, employees, members, sales representatives, and affiliates, successors and assigns, are subject to an Order prohibiting them

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from offering or selling securities issued or issuable by GHP Capital Corp. In or from the State of Illinois.

12. That Section 11.E(4) provides, inter alia, that in addition to any other sanction or remedy contained in subsection E, the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order against the violator not to exceed \$10,000, and may issue an order of public censure against the violator.
13. That by virtue of the foregoing, Respondent is subject to censure and a fine.

You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 Ill. Adm. Code 130) (the "Rules"), to file an answer to the allegations outlined above within thirty (30) days of the receipt of this notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of Hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default; unless any Respondent has upon due notice moved for and obtained a continuance.

A copy of the Rules, promulgated under the Act and pertaining to hearings held by the Office of the Secretary of State, Securities Department, and are on the following web site: <http://www.cyberdriveillinois.com/departments/securities/lawrules.html>.

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Delivery of notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This 6<sup>th</sup> day of August, 2010.

  
JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

Samuel F. Freiman  
Illinois Securities Department  
69 West Washington Street, Suite 1220  
Chicago, Illinois 60602  
312-793-3988

Hearing Officer:

James L. Kopecky  
Kopecky, Schumacher & Bleakley, P.C.  
203 North LaSalle Street, Suite 1620  
Chicago, Illinois 60601  
Phone: 312-380-6552